

Coordinating Council For Children In Crisis, Inc.



Coordinating Council for Children in Crisis, Inc.

BOARD OF DIRECTORS ORIENTATION MANUAL

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Coordinating Council For Children In Crisis, Inc. Mission and Philosophy Statement

Mission:

We work to prevent child abuse, neglect and victimization across the life span and to serve those affected by providing parenting education, outreach and home visiting, family strengthening activities, counseling and advocacy to parents, children and adults in the Greater New Haven area. We also work to promote public/private collaborations on behalf of children, youth, families and communities.

Vision

CCCC envisions a safe family and community environment for all.

CCCC Values...

...the right to live in an environment free from violence and physical, sexual and emotional abuse and neglect

...the protection of children and the enhancement of their healthy development

...accessible, coordinated and comprehensive services that support and strengthen families

...the potential of all community members to make a contribution, however large or small, to promote the growth and development of individuals, children and families.

...Justice, equality and the diversity of each individual

Empowerment-Based Family Support

CCCC's work with families is based on the belief that all people, and all families, have strengths. This is a core principle of an empowerment-based family support model currently being taught by the Connecticut Family Development Institute to help families achieve healthy self-reliance and interdependence with their communities. The model acknowledges the "bone-deep longing within each of us for freedom, self-respect, hope, and the chance to make an important contribution to one's family, community and the world"(Cornell Empowering Families Project).

In practical terms, it means that CCCC helps each family to assess their needs and strengths and works in partnership with families to help them set and reach goals, learn and practice skills and feel better prepared to meet future challenges.

CCCC Summary

Coordinating Council For Children In Crisis, Inc. (CCCC) is a private, non-profit community-based organization founded in 1977 to prevent child abuse, neglect and the out-of-home placement of children. Free, home-based and on-site services are provided to parents and children in the twenty towns of the Greater New Haven area and include outreach, parenting education, information, advocacy, referral, case-management and individual and group counseling. CCCC staff members also develop materials and conduct programs in the prevention, identification and response to child abuse and domestic violence.

The CCCC is governed by a Board of Directors and funded through grants from the CT Children's Trust Fund, CT Departments of Children and Families, Mental Health and Addiction Services, Department of Public Health, Department of Social Services, the Office of Victim Services, and The United Way of Greater New Haven and corporate and individual donations. An Executive Director hired by the Board of Directors is responsible for the overall management of the agency, budget development, grant writing, program development, staff hires and supervision of the Assistant Director and administrative support staff. A Master's level Assistant Director is responsible for staff development, much of the staff supervision and quality assurance. Professional and paraprofessional staff carries out the program services.

CCCC Internal Statements:

CCCC Staff Guiding Principles

We will do no harm to our clients, ourselves or the agency by creating an environment conducive to productivity through support, openness, good humor and a positive attitude. We are committed to the principles of dignity and respect for one another and those we serve. Together, we strive to provide a nurturing, safe and energetic atmosphere that enables us to better serve the community and to achieve both personal satisfaction and agency goals.

CCCC Positioning Statement

CCCC is a private, nonprofit community-based organization serving individuals and families in Greater New Haven who need a vast array of services to meet their many environmental and behavioral health needs. Unlike other organizations, our services are free and flexible. CCCC isn't the biggest or the most high profile organization in the area, but we will go out of our way to see that families get all the services they need.

History of the Coordinating Council For Children In Crisis

Background Information

CCCC, originally named the Coordinating Committee for Children In Crisis, is a private non-profit agency founded by Jean Adnopo in 1977 to address the lack of adequate support services for families at risk of child abuse or neglect. At that time, services for children seemed fragmented and isolated, making it difficult to provide comprehensive services to children and families. Jean Adnopo explains “There was a perceived need to integrate the public and private sectors’ interest in child abuse and neglect...Services in the New Haven area, as they were throughout most of the country, were fragmented on behalf of this newly identified population of abused and neglected children.”

Initially spearheaded by a group of hospital volunteers, an effort to achieve a public and private sector coalition resulted in the creation of this new community-based agency committed to the concept of prevention through the strengthening and support of troubled families and to cooperation between sectors that were historically separate. What ultimately became the Coordinating Council For Children In Crisis began with a mission that was twofold:

1. To prevent child abuse in order to maintain children in their own homes, reducing the number of children placed in foster care and outside institutions and...
2. To develop a collaborative network of public/private individuals and agencies who would help to support families vulnerable to child abuse and neglect.

The basic assumptions of the agency were as follows:

1. That understanding and meeting the needs of parents of young dependent children would be an essential element in serving the children. Goals for service to children were both to protect them from harm and, beyond that, to positively enhance their development.
2. That family stressors were often both intra-familial and extra-familial, or environmental. To be able to effectively reduce family dysfunction, major consideration had to be given to impacting both areas. This should include the quality of interpersonal relationships as well as family needs in areas such as housing, entitlements, nutrition and education. In addition, the agency should be prepared to examine systems problems and play an advocacy role when appropriate. It was expected that the provision of concrete services to address the family’s needs would enhance the utilization and effectiveness of the mental health services already available.
3. That empowering client families to claim the benefits of community resources could make a difference not only in The utilization of services but in their

effectiveness. the program hoped to create independence by providing an opportunity for clients to gain understanding of the various systems with which they interact and to feel more powerful in their transactions.

4. That coordination of available community services on behalf of individuals and families would promote their effectiveness. In this regard, the new agency should seek to identify needs, assess resources already available to meet those needs and develop only those additional programs which were not available elsewhere in the community and which did not fit the program mix of other agencies or institutions. The new agency should be sensitive to the territoriality. of other programs in the community and bring these programs into a family support network, rather than compete with them.
5. That location of the program in the private sector could be an advantage because it would reduce the possibility of the perception of the agency as a coercive intervener, as public programs often are characterized, and would minimize the stigmatization of its clients. To foster client acceptance and commitment to working with the agency, all cases were to be voluntary; families themselves should believe that the help offered could be useful in dealing with the problems facing them.
6. That the involvement of multiple funding sources in the program would have advantages beyond the important first step of realistic support; it would be evidence of a commitment on the part of each funding entity to the goals of coordination of services, as well as the acknowledgment of shared responsibility for children and families.

With these goals in mind, a large Board of Directors was recruited and specific programs were developed. The Board of Directors originally served as an educational and planning forum where members could discuss issues of concern, learn about each other's role and services, identify how existing services could be effectively coordinated and where services were needed that were not provided elsewhere. Jean Adnopoz would be the first of only three Executive Directors in the agency's twenty-three year history, contributing to consistency in the continuation of the CCCC mission.

Program Services

The first program developed at the CCCC was a multidisciplinary case consultation Team known as a Child Protection Team. This was a group of professionals representing education, medicine, law, child guidance, child protection, psychiatry and private and public agencies who believed that services to families much be coordinated across systems. These individuals volunteered time to meet regularly to review cases, coordinate service delivery and identify gaps and barriers to effective service provision. Today, a Multidisciplinary Investigative Team established by CCCC, led now by another organization, coordinates the investigation and treatment of sexually abused and seriously physically abused children.

The next programs, added in 1978, were the Parent Aide and the Family Advocate Programs, designed to work with families where children have been identified as being at risk of abuse or neglect. These two programs worked to reduce external, environmental stresses and to strengthen parenting and communication skills in the hopes that early in-home interventions such as these would prevent child abuse from occurring. In 1997, these two programs merged to become the Parent Education Program and most recently in 2010, the program is now known as Family Enrichment Services.

The CCCC's commitment to client advocacy and service coordination led to the development of a Sexual Abuse Prevention Program. This program began in 1983 with a part-time staff person who provided administrative support to the New Haven Child Sexual Abuse Task Force and advocacy services to sexually abused children and families. In 1986 the program was expanded and a full time Coordinator was hired. The advocacy component was broadened to include an emphasis on community education, networking and short term counseling.

In 1986, the Family Violence Outreach Prevention Program was developed by the Connecticut Department of Children and Families (DCF) and based at Domestic Violence Services, Inc., in New Haven. Working with the DVS staff, the CCCC Sexual Abuse Prevention Coordinator provided support services to the children of emergency shelter residents and education about battering to youth, parents and agencies serving dual victim populations. In 1989, the Family Violence Outreach Program moved to the CCCC. Recognizing the link between domestic violence and child abuse, the CCCC was the first family support agency to develop domestic violence services in the context of child abuse prevention. The program's goal was to help women recognize and understand the effects of domestic violence on children, increase their safety, decrease trauma and stabilize their lives. In 1999, the Sexual Abuse Prevention Program was formally folded into the Family Violence Outreach Program.

In 2008, DCF changed the program model to the Integrated Family Violence Services. CCCC's IFVS focuses on restoring, repairing and healing family relationships through safety planning, parenting education, counseling and referrals. Its goals are to increase the safety of abused parents and children, reduce traumatization, help non-offending parents and children stabilize their lives after victimization and restore family relationships. It uses a woman-defined advocacy approach that respects the ability of each woman to make informed choices, and also employs dyad-based interventions focused on repairing, restoring and healing relationships. The combination of these approaches works to end the cycle of abuse and prevent future victimization for children.

Other Program Developments

In 1996 the Neighborhood Victim Advocacy Program was begun for victims of domestic violence, robbery, burglary, assault and elder abuse. The program is a collaboration with the New Haven Department of Police Services and staff work closely with the community-based police. The program's goal is to increase safety and provide support services and education for crime victims. The program started with a part-time Victim

Advocate based in one New Haven neighborhood and now employs four Advocates covering the entire City and surrounding towns.

In 1998 the CCCC was awarded the contract for Greater New Haven Sexual Assault Crisis Services (SACS) and began providing 24 hour/7 day/week crisis counseling, advocacy and police, hospital and court accompaniment to survivors of sexual assault. Although the program's mission to end sexual violence was very consistent with the mission of the CCCC, we decided effective July 1, 2003 not to renew our contract for this program. In light of pending state budget cuts and already-strained resources we could no longer provide the administrative support the program required. The Women and Families Center is the new umbrella organization for this program.

Another CCCC program also fell victim to changes in state funding. The Homeless Outreach Peer/Professional Engagement program came to CCCC From the CT Department of Mental Health and Addiction Services (DMHAS) and provided intensive case management to substance abusing homeless mothers. However, effective July 1, 2003, DMHAS decided to consolidate the two HOPE Teams in the State and this program has moved to Advanced Behavioral Health.

Our recognition that many parents are dealing with a psychiatric disability has grown and we have developed specialized services for parents with a mental illness. In 2002 we were awarded a contract for the Parenting Support and Parental Rights Initiative program. This is the first program in Connecticut funded by a state agency to help parents understand their mental illness and its impact on their children and to develop guardianship plans in case a hospitalization is needed. We also work collaboratively with other organizations including ALSO-Cornerstone, The Connection, Inc. and New Haven Home Recovery to provide these families with a comprehensive network of supportive housing, case management, parenting and clinical services.

In the Fall of 2005 we were awarded a grant from the Connecticut Children's Trust Fund to provide screening, risk assessment and a continuum of services including a parenting education group and intensive home visiting to first-time parents to prevent child abuse and neglect and improve health and developmental outcomes for children. This Nurturing Families Network began as a collaboration with the Hospital of Saint Raphael but has been an expanded and independent program since the Spring of 2007.

In 2006, The CT Department of Children and Families acknowledged the combined expertise that CCCC has developed in domestic violence and child protection and began subcontracting two full time CCCC staff members to provide consultation to DCF workers as part of a new statewide initiative to improve services to families experiencing violence.

CCCC began two new initiatives in July 2007. The Teen Outreach Program was developed in collaboration with Troup Middle School and is a science-based program model first developed in 1978 and shown to be highly effective in preventing risk factors that contribute to drop out rates, academic failure, teen pregnancy and other negative behaviors among program participants. The model is based on research and

theory about the developmental, social and educational needs of young people ages 12-17 and the principles of positive youth development. It utilizes weekly discussion and structured community service to help young people explore their values and their relationships with parents, peers and community, and to develop life skills such as communication, decision making and goal setting.

Care Coordination For Children and Youth with Special Health Needs, based in a program known as the South Central Medical Home Initiative, links children and youth with special health care needs and their families to services and resources in a coordinated effort to maximize the potential of children and youth, optimize health outcomes and improve quality of care. Comprehensive, patient-centered services are provided by four Care Coordinators responsible for completing initial assessments, developing an individualized, comprehensive and coordinated Care Plan, helping families and providers to understand, support and implement the Care Plan, making needed service referrals and addressing barriers to provision of needed services, monitoring and updating the Care Plan and providing information, education and supportive counseling to children, youth and family members and working closely with the regional and statewide Family Support Networks.

Changes in grant funding are just one reason that program services may change over time. The CCCC's relatively small size and focus on advocacy, outreach and in-home service delivery has enabled the agency to develop programs which are flexible enough to be responsive to the changing needs in the community. As new issues develop, we are able to adapt, add or make changes to program services to address them.

CCCC Organizational Chart

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CCCC Programs

CCCC's programs are comprehensive, free of charge, bicultural and bilingual and over 1,000 children and families annually receive an array of services from the following programs:

Nurturing Families Network: Home-based parenting education, developmental screening and case management services to first-time non-DCF involved parents to prevent child abuse and neglect and improve health and developmental outcomes for children. NFN Staff are trained and certified in the Parents As Teachers program. This curriculum-based early childhood parent education and family support program is designed for families from pregnancy through kindergarten to give parents the information and support they need to help their children develop optimally during the early years of life. Developmental screenings, parent education and family strengthening activities work to increase parental knowledge of early childhood development, improve parenting practices, provide early detection of developmental delays and health issues, increase children's school readiness and school success and prevent child abuse and neglect. Home Visitors are also trained in the strength-based Family Development model and Touchpoints.

Family Enrichment Services: Weekly home visiting to DCF-involved parents at risk of child abuse or neglect to teach parenting skills, educate parents about child development, promote positive parent/child interactions and link families to other needed community resources. Parent Educators also conduct family literacy activities and work with parents, children and their schools to provide school advocacy. Parent Educators are all certified in the Parents As Teachers Program (Birth-Five). For children of all ages, Parent Educators have been trained in the evidence-based Parent Management Training and Building Family Futures.

Parenting Support and Parental Rights Initiative: Home-based parent education and counseling to parents with a psychiatric disability to help them identify and manage symptoms and develop a respite plan including temporary guardianship if hospitalization is needed. Individual services to children to help them make their own individualized care plans, better understand their parents' mental illness, decrease stigma and gain support.

Teen Outreach Program: A collaboration with Troup Academy, The Teen Outreach Program is a school-based pregnancy prevention program for eighth grade students that utilizes curriculum-guided classroom discussions and structured community volunteer activities to allow students to become "help givers" develop positive and supportive relationships with adults and other peers and promote a sense of purpose and healthy behavior and decision-making. Through the lively discussions in classes that meet twice/week and structured community service, young people are helped to explore their values and their relationships with parents, peers and community, and to develop life skills such as communication, decision-making and goal setting. This is a science-based program model first developed in 1978 and shown to be highly effective in preventing

the risk factors that contribute to drop-out rates, academic failure, teen pregnancy and other negative behaviors among program participants.

Gender-based groups for adolescents to develop leadership skills and prevent dating violence for youth age 12-14. Groups take place at Troup Academy and are designed to foster a greater student awareness and responsibility for reducing abusive behaviors and violence in their relationships; to give students the tools to better self-manage and prevent abusive behaviors and to equip students to make healthier decisions and maintain healthier relationships.

Care Coordination for Children and Youth with Special Health Care Needs (CYSHCN): CCCC works in partnership with pediatric clinicians, patients and their families to assess needs, develop coordinated treatment plans and access services for children and youth who have, or are at increased risk for, a chronic physical, developmental, behavioral or emotional condition and who require health and related services of a type or amount beyond that required by children generally. The program is designed to increase the number of CYSHCN that receive family-centered, coordinated care through community-based health care systems and improve clinical information-sharing, care coordination and parental support and partnership. Care Coordinators are based in multiple pediatric practices and also serve families in their homes.

Family Violence Outreach: Individualized and home-based risk assessment, safety planning and counseling to mothers and their children who have been affected by domestic violence and to children who have been sexually abused. The Family Violence Outreach Program was the first in Connecticut to address domestic violence in the context of child abuse prevention.

Integrated Family Violence Services: This service for families where domestic violence has been identified focuses on all family members including the child, the parent who is the survivor of domestic violence and the batterer. Core services include safety planning for the survivor and the child, trauma focused work with children, dyad-based interventions focused on repairing, and healing relationships and batterer interventions. This program is a collaboration with the Metro and Greater New Haven area offices of the CT Department of Children and Families.

Neighborhood Victim Advocacy: Crisis counseling, safety planning, court accompaniment and transportation to victims of child abuse, domestic violence, elder abuse, robbery, assault and hate and bias crimes. This is a collaboration with the New Haven and East Haven Departments of Police Services.

Domestic Violence Consultation: CCCC has two employees based in the offices of the Metro and Greater New Haven Department of Children and Families teaching five principles of best practice: 1. safety assessment/planning for all family members with a focus on safety, stability and permanence for children; 2. referral to appropriate community services that address the multiple needs of families; 3. abuser accountability for stopping violent and threatening behavior; 4. training and support for DCF workers;

and 5. systems collaboration to coordinate interventions for families and to facilitate cross-training and policy development.

Psychoeducational Support Groups for children and adults include a Women's Empowerment Group for abused women, Children's Empowerment Group for children affected by domestic violence, Children's Express Yourself! Group for children whose parents have a mental illness; Familyread family literacy and Parenting Education and Support Groups.

Community Education and Training to students, teachers, other professionals and parents in the identification and response to child abuse and domestic violence.

In addition to the core programs, families can access CCCC's food bank, diaper bank, clothing, and an emergency fund to help cover rent or other critical expenses. A Law Clinic is available twice/week on site at CCCC with students from the Yale University School of Law.

Reasons For A Board of Directors

There are four compelling reasons to have a Board of Directors:

- The legal reason
- The administrative reason
- The guardian (or protective) reason
- The ethical reason

The legal reason: The laws of each state provide for the incorporation of organizations; both profit and non-profit. Included among the reasons why such an incorporation is important are:

- It gives formal and legal structure for stability
- It provides protection from civil liability for Board members and officers of the corporation
- A non-profit organization may secure US Treasury Department (or IRS) exemption

The administrative reason: The rights and responsibilities of the Executive Director or Chief Executive Officer must be reviewed by a respected body. The Board provides such a function. In this regard, the Board performs the following functions:

- Selects and appoints the Executive Director
- Fixes his/her compensation
- Delegates the necessary authority
- Relieves the Executive Director, if necessary
- Sets policy for operating the organization
- Reviews and monitors the operation of the program

The guardian or protective reason: The Boards of profit oriented organizations must guard the assets of the corporation. This protective action is designed to insure that investors or owners are protected through proper management of those assets. A community based organization has compelling reasons for providing a viable service to the people that it is designed to serve. This is in addition to protecting the assets of the organization. The Board of Directors has the responsibility of seeing to it that the best interests of the public are protected.

The ethical reason: The Board has the responsibility of insuring that established organizational goals are being pursued. Whenever it is necessary to alter those goals because of changed conditions, it is expected that the Board will make the necessary policy changes. This is done for the benefit of the general public as well as for those who support the program. In profit oriented organizations, this responsibility protects investors or owners.

Expectations for the Board of Directors

The Board of Directors is the ‘guardian’ of the agency, understanding, protecting and promoting its mission, its services to clients and the internal operations including financial oversight that preserve its healthy functioning. The Board of Directors is responsible for the governance (as opposed to management) of the organization. Governance is the process by which a group of people ensure the health and effectiveness of the corporation. Governance is a collective act, requiring attendance and participation at Board meetings.

Members of the Board are the ambassadors of the agency, assuring that the agency maintains a positive public image that will attract clients who can benefit from services and attract financial resources and talent at the Board, Staff and Volunteer level to support and enhance service delivery. In other words, Board members bring the word about the agency to the community and bring resources from the community to the agency

The Board provides for adequate leadership on the Board level and the Executive Director level. (The Board recruits, trains and evaluates the E.D.)

The Board of Directors works collaboratively with the Executive Director to set policy and develop strategic plans. The activities of the Board support the mission of the agency. The staff carries out the direct service work of the agency.

The Board ensures that the agency has the resources needed to support the mission and the work of the agency. Board members support fundraising efforts by

- Making an annual contribution that is significant to the Board member
- Attending fundraising events
- Selling tickets to fund-raisers
- Making introductions and referrals to increase agency support and resources

Board members are available to support the agency in other ways based on each individual’s interests, talents and areas of expertise.

Board members participate on at least one committee.

Board members attend Board and Committee meetings as scheduled.

Coordinating Council For Children In Crisis, Inc. Board of Directors Committees

In addition to attendance at Board meetings, each Director is expected to participate in at least one committee. Current Committees are as follows:

Facilities Management: Ensure that CCCC has the facilities needed to provide program services and fulfill its mission, including the leasing and/or purchasing of property. Maintain CCCC facilities in good repair to ensure a safe and healthy environment for staff and guests by practicing preventive maintenance and developing and implementing a plan to meet current and future needs.

Development: Raise dollars to meet existing organizational needs, develop a donor base for future efforts and establish an endowment that will allow the long-term continuation of the CCCC agency and its program services. Increase available resources by raising agency visibility and publicizing program services, activities and special events.

Finance: Oversee financial management and budgeting and provide explanation of financial information to the Board of Directors. Collaborate with other Committees as needed.

Membership: Maintains the Board of Directors recruitment, nomination, election and orientation of new Board members.

Personnel: Review, maintain and offer recommendations about personnel-related issues such as personnel policies, related operational issues, benefits and staff performance, management and evaluation.

Program/Long Range Planning: Develop a rolling strategic plan that helps prepare for the future and ensures that the work of the agency is done by identifying goals and objectives in the context of agency mission, values, vision and trends. Provide guidance on programming, program planning and evaluation. This work is currently overseen by the Board's Executive Committee.

Legal Responsibilities of Directors of Non-Stock Corporations

The Coordinating Council For Children In Crisis (CCCC) is a non-stock corporation organized under the laws of the State of Connecticut. The corporation's Certificate of Incorporation has not been reviewed, but its by-laws provide that there shall be one class of members and that the total elected membership shall function as the Board of directors which shall consist of not less than ten persons. This structure is somewhat atypical since a member is in concept analogous to a shareholder of a stock corporation who in turn elect representatives to the Board of Directors. What this means is that your legal responsibilities and liabilities as governed by Connecticut law may arise under either the concept of membership or directorship.

As members of the corporation, you have the right to vote on certain fundamental matters described in the CT General Statutes, such as Amendment to the Certificate of Incorporation or Merger of the Corporation. Section 33-1058 of the CT General Statutes discusses the liabilities of members and provides that a member of a corporation shall be under no obligation to the corporation or its creditors with respect to such membership other than the obligation to pay in full any fines or penalties imposed against the member in accordance with any by-laws provisions. The CCCC's by-laws do not authorize the imposition of any fines or penalties upon members and, therefore, absent any distribution of the income or assets of the corporation to members, there is no liability exposure unless the membership authorizes such an assessment.

As directors of a non-stock corporation, you are responsible for the management of the corporation. The standard of liability under CT law is that a director shall perform his duties as a director, including his duties as a committee member, in good faith, in a manner he reasonably believes to be in the best interest of the corporation and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a director shall be entitled to rely on information, opinions, reports or statement, including financial statements and other financial data prepared or presented by 1) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; 2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or 3) a committee of the Board upon which he does not serve, duly designated in accordance with a provision of the Certificate of Incorporation or by-laws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence, but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that causes such reliance to be unwarranted. A person who performs his duty in accordance with this standard shall be presumed to have no liability by reason of being or having been a director of the corporation.

What happens if you get sued in your capacity as a director? The CT General Statutes provide for the indemnification of members and directors as well as officers and employees of the corporation against judgments, fines and penalties. The standards for indemnification are set forth below for your information and are quite complex. From a practical point of view, it may be unlikely that the CCCC would have the financial capacity to pay such indemnification. The corporation shall not indemnify such person unless 1) such person is successful on the merits in the defense of any such proceeding or 2) it shall be concluded by a disinterested majority of the Board Directors or independent legal counsel that such person acting in good faith and in a manner he reasonably believes to be in the best interest of the corporation and, with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful or 3) the Court, on application, shall have determined that in view of all the circumstances such person is fairly and reasonably entitled to be indemnified and then for such amount as the Court will determine. In a suit against you on behalf of the corporation, the statute provides that a corporation shall indemnify such person who is made a party to any proceeding against reasonable expenses actually incurred by him in connection with such proceeding, when such person is finally adjudged not to have breached his duty to the corporation or where a court, on application, shall determine that in view of the circumstances such person is fairly and reasonably entitled to be indemnified. The corporation shall not so indemnify any such person for amounts paid to the corporation, to a plaintiff or to counsel for a plaintiff in settling or otherwise disposing of a proceeding with or without Court approval or for expenses incurred in defending a proceeding which is settled or otherwise disposed of without Court approval.

May the corporation pay your legal expenses while the suit is pending? Such expenses may be paid in advance of the final disposition of such proceeding as authorized by the Board of Directors upon agreement by or on behalf of such indemnified party to repay such amount if he or she is later found not entitled to be indemnified by the corporation as authorized by the statute. the corporation may procure insurance providing greater indemnification, but in our case, CCCC has not had the finances to do so.

With regard to the civil liabilities of directors, tort reform legislation contained in CT General Statutes 52-557 m provides a limitation for civil liabilities for directors and officers of non-profit organizations qualified as tax-exempt organization under Section 501 (c) of the Internal Revenue Code. This legislation provides that an officer or director who is not compensated for such services on a salary or prorated equivalent basis shall be immune from civil liabilities for any act or omission resulting in damage or injury occurring on or after the effective date of the Act if such person is acting in good faith and within the scope of his official functions and duties, unless such damage or injury was caused by the willful or wanton misconduct of such person. Accordingly, absent bad faith actions or wanton misconduct, directors are immune from civil liability under Connecticut law. Nonetheless, directors could be sued in a proceeding and forced to litigate their entitlement to such immunity. In such event, it is advisable for directors to determine whether their personal umbrella policies would provide them with a defense in such situations.

Conflict of Interest

Directors are expected to exercise their powers in the interest of the corporation not in their own interest or the interest of another entity or person. Essentially, the director should not use a corporate position for individual personal advantage.

In the course of serving on the Board, a director may encounter a situation where his or her duty to the nonprofit may be affected by personal interests or obligations to another person or entity. Generally a director's conflict will be cleared of any consequence by full disclosure, made before any action is taken, and approval of the subject action by a disinterested majority of directors. The director may want to be absent from that part of the meeting when the matter is being discussed and abstain from voting on the matter.

When a director has an interest in a transaction being considered by the Board, the director should disclose the conflict before any action is taken on the matter.

A director should treat as confidential all matters involving the agency until there has been general public disclosure or unless the information is a matter of public record or common knowledge. Disclosure should only be made through the agency's designated spokesperson.

Board of Directors By-Laws

ARTICLE I

NAME AND PURPOSE

The name of this corporation shall be the Coordinating Council for Children in Crisis, Inc. For the purpose of these Bylaws, the corporation shall also be known as the "Corporation," the "Organization," or "CCCC." The purpose of the CCCC is to prevent and intervene in cases of child abuse and neglect, and victimization across the lifespan, by providing parent education; outreach and home visitation; individual and family strengthening activities; counseling and advocacy for children, youth and adults; providing other services, interventions and supports as appropriate; and by promoting public/private collaborations on behalf of clients. These purposes are strictly non-commercial and not-for-profit.

ARTICLE II

OFFICES

The principal office of CCCC shall be in the State of Connecticut, located in the City of New Haven, County of New Haven. CCCC may have such other offices, either within or without the State of Connecticut, as the Board of Directors may designate or as the business of CCCC may require from time to time.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General powers. The business and affairs of CCCC shall be managed by its Board of Directors.

Section 2. Number, tenure, and qualifications. The number of the directors of CCCC shall be fixed by the Board of Directors, but in no event shall it be less than ten (10). Each director shall hold office for three (3) years, excepting that at the initial incorporation of CCCC one (1) director shall be elected to a one-year term, two (2) directors shall be elected to two-year terms, and two (2) directors shall be elected to three year terms. The terms of directors will be staggered and only approximately one-third of the Directors shall be elected annually to fill vacant positions, as dictated by term vacancies. The election of which shall be held at the Annual Meeting of the Board of Directors. If the Board establishes a number of Directors greater than ten, then these terms shall also be staggered into thirds to the extent practicable. At the end of their term, directors are eligible for re-election to the Board. Directors shall hold office until their successor shall be duly elected and qualified.

Section 3. Election of Board of Directors. A director is elected upon presentation by the Membership and Nominating Committee and by the affirmative vote of the majority of the sitting Board members present and voting, and qualified to vote, at a duly noticed meeting for purposes of Board of Director's elections.

Section 4. Regular meetings. A meeting of the Board of Directors shall be held without other notice than this By-Law at a regular time and place as provided for by resolution of the Board of Directors.

Section 5. The Annual Board Meeting. An Annual Meeting of the Board of Directors shall be held on a specific date, time, and place, as designated by the Board of Directors. Notice of the Annual Meeting shall be delivered to the Board of Directors at least thirty (30) days prior to that date and time of the Annual Meeting, unless such notice is waived by a majority of directors.

Section 6. Special Meetings. Special meetings may be held at any place or time, whenever called by the President, The Board Chairman, the Secretary or a majority of the Directors.

Section 7. Notice. Notice of regular and special meetings of the Board of Directors, and Annual Membership Meetings, shall be given by first class mail mailed postage pre-paid through the U.S. Postal Service at least five (5) days prior to each meeting, or forty-eight (48) hours prior when delivered personally or by telephone or electronic means (e.g., e-mail or facsimile). If sent by mail, the notice shall be considered delivered upon its deposit in the U.S. mails. If sent by electronic means, the notice shall be considered delivered upon its being transmitted. Such notices shall be addressed to each director, or organizational member (as appropriate), at his or her address as shown in the corporation records. It shall be sufficient to notify CCCC members of the membership meeting through a newsletter announcement or other similar mailing, however, members of the Board of Directors must be mailed a specific notice by letter, facsimile or other similar correspondence. It is each director's and member's responsibility to provide any change of address to the corporation in a timely fashion. Notice of meeting shall specify the place, day, and time of the meeting. The purpose of the Meeting need not be specified in the notice. A director or member may waive the notice requirement in signing a Waiver of Notice or approval of minutes of the meeting. Such documents shall be filed with the Secretary.

Section 8. Communication by electronic equipment. The Board and any committee designated by it may conduct any meeting, excepting the Annual Meeting, by means of a conference telephone, electronically or by similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 9. Voting by electronic equipment. The Board and any committee designated by it may take a vote on any matter, excepting a matter that must be an action item at the Annual Meeting (i.e., the election of directors), by conference telephone, electronically or by similar communications equipment. Directors voting by electronic equipment shall be deemed present for all purposes of satisfying quorum and affirmative vote requirements.

Section 10. Voting by mail and proxy. Directors or officers may vote by mail or by proxy if the name of each candidate and text of each proposal to be so voted upon are set forth in writing and accompany the notice of the meeting. Directors voting by mail or proxy shall be deemed present for all purposes of satisfying quorum and affirmative vote requirements.

Section 11. Quorum. A majority of the directors shall constitute a quorum for the transaction of all business except for those matters requiring a two-thirds by these Bylaws and the Articles of Incorporation. The affirmative vote of the majority of directors present at a meeting at which a quorum is present shall be required to approve or adopt the matter voted upon. No business may be transacted without quorum; however, a meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, as long as any action is approved by the majority of the required quorum. If less than a majority of the Board of Directors is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 13. Action without a meeting. Any action required or taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing or electronically to such action. Such written or record of electronic communication of, consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the force and effect as the unanimous vote of the directors.

Section 14. Rules of procedures. The rules of procedure at meeting of the Board shall Robert's Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, Articles of Incorporation or any resolution of the Board.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors/membership. In the case of an exigent circumstance, the Executive Committee may fill one or more vacancies on the Board, which must, then, be confirmed by the Board either at the next meeting or through authorized written or electronic voting means provided herein. Such subsequent Board confirmation should occur in a timely manner.

ARTICLE IV

MEMBERSHIP

Section 1. Membership. CCCC is organized as a non-member entity governed by its Board of Directors.

ARTICLE V

COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Board and the Chairs of the Committees of the Board. The members of the Executive Committee shall serve a term of two (2) years, concurrent with that part of their term as a director, or until a successor shall have been elected. The Executive Committee shall perform the following duties: (a) comply with directives of the Board; (b) carry out the duties of the Board between Board meetings; (c) meet as necessary to fulfill the responsibilities delegated to the Executive Committee by the Board; and, (d) perform any other function as required by the Board. Unless otherwise authorized by the Board, decisions made by the Executive Committee must be confirmed by the Board at the next regular or special meeting of the Board, or by authorized electronic means, in order to remain in effect.

Section 2. Limitations on Executive Committee Authority. The Executive Committee possesses any of the powers and authorities of the Board, except with respect to: (a) the approval of any action which, under law or the provisions of the Bylaws or Articles, requires the approval of the directors; (b) the filling of vacancies on the Board or Executive Committee, excepting in emergencies when the procedures of Article III, Section 15 are implemented; and, (c) the amendment, alteration or repeal of Articles, Bylaws, or any Board resolution which by its express terms is not so amendable or repealable.

Section 3. Membership and Nomination Committee. The corporation shall establish a Membership and Nomination Committee and the Board shall develop and approve such responsibilities and authorities of the Committee as shall be recognized by a resolution affirmatively voted on by the Board.

Section 4. Finance Committee. The corporation shall establish a Finance Committee and the Board shall develop and approve such responsibilities and authorities of the Committee as shall be recognized by a resolution affirmatively voted on by the Board.

Section 5. Program/Long Range Planning Committee. The corporation shall establish a Program/Long Range Planning Committee and the Board shall develop and approve such responsibilities and authorities of the Committee as shall be recognized by a resolution affirmatively voted on by the Board.

Section 6. Other Committees. The corporation shall have such other committees as may from time-to-time be designated by vote of the Board. Such other committees may have members who are not also directors as long as at least two (2) of its members, and the majority of its members, are directors. These committees shall have the duties and powers that are outlined by Board policies.

Section 7. Meetings and Actions of Committees. Meetings and actions of committees shall follow the Bylaw requirements concerning meetings of the Board. The Board may also adopt rules and regulations for the conduct of committee meetings.

ARTICLE VI

OFFICERS

Section 1. Number. The officers of CCCC shall be a Chairman of the Board, one or more Vice-Chairmen, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Additionally, the Board may elect an assistant secretary and/or an assistant treasurer to perform the duties of said officer during times of their absence, incapacity, or otherwise at the direction of the Board for the Board's convenience of managing the affairs of CCCC. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. In its discretion the Board of Directors may leave unfilled for any such period as it may determine any office except those of chairman and secretary. Any two or more offices may be held by the same person, except for the offices of president and secretary, which may not be held by the same person. Officers must be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Organization shall be elected by the Board of Directors at an Annual Meeting of the Board of Directors. Upon their election, officers shall serve a term of two (2) years, concurrent with that part of their term as a director, or until a successor shall have been elected. If the election of officers does not occur as specified above, then an election of officers shall be held shall be held as soon thereafter as there may be conveniently scheduled a properly noticed and constituted meeting of the Board of Directors.

Section 3. Removal. Any officer may be removed, either with or without cause, by the Board. Such removal shall require an affirmative vote of the Board. Any officer may resign by giving written notice to the Board or to the president or to the secretary. The acceptance of such resignation shall not be necessary to make it effective. Election or appointment of any officer or agent shall not of itself create contractual rights, and such appointment shall be terminable at will.

Section 4. Vacancies. Any vacancies caused by any reason shall be filled for the unexpired term by an affirmative vote of the Board, excepting in the case of an exigent circumstance, when the Executive Committee may fill one or more Officer vacancies, which must, then, be confirmed by the Board either at the next meeting, or through authorized written or electronic voting means provided herein. Such subsequent Board confirmation should occur in a timely manner.

Section 5. Duties of the Chairman of the Board. The Chairman of the Board shall convene and direct meetings of the Board of Directors, control the affairs of the Board, and provide overall guidance to the Board. The Chairman of the Board, with input from the Board as appropriate, shall also supervise the Executive Director of the organization. The Chairman may, upon Board approval, sign and execute, with the secretary or any

other proper officer of CCCC there unto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of CCCC, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Duties of the Vice-Chairman or Vice-Chairmen. In the absence of the Chairman or in event of his or her death, inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman and when so acting shall have all powers of and be subject to all the restrictions upon the president. The Vice-Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors. If there is more than one Vice-Chairman, each Vice-Chairman shall succeed to the duties of the Chairman in order of rank as determined by the Board. If no such rank has been determined, then each vice-president shall succeed to the duties of the president in order of the date and time of election, the earliest date and time having the first rank.

Section 7. Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of CCCC and see that the corporate seal of CCCC is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized; (d) keep a register of the post office address of each member of the Board of Directors; (e) sign with the president any contract, deeds, mortgages, and contracts or any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of CCCC, or shall be required by law to be otherwise signed or executed; and, (f) in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. An agent of CCCC may be appointed by the Board of Directors to assist the secretary with the day-to-day business of the Organization.

Section 8. Treasurer. The treasurer shall: (a) have charge and custody and be responsible for all funds and securities of the CCCC; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the Organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, (c) in general perform all of the duties incident to the office of treasurer and such duties as from time-to-time may be assigned to him or her by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine. If the Board of Directors so desires, an agent of the Organization may be assigned to assist the treasurer with the day-to-day business of the Organization with

supervision and reasonable accountability available upon request of the Board of Directors.

Section 9. Duties of Additional Officers. The authority and duties of additional officers shall be set forth in Board policy as reflected in resolutions affirmatively voted on by the Board.

Section 10. Salaries. Officers or directors of CCCC shall not receive a salary, but may be compensated reasonable sums, based on the fair market value of goods provided or services rendered, under contractual or personal services agreements in accordance with policies established by an affirmative resolution of the Board.

ARTICLE VII

ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Annual Dues. The annual membership dues, for members of the corporation, if any, shall be adopted by a vote of the Board.

Section 2. Fiscal Year Period. The fiscal year period of the corporation shall be the twelve month period beginning July 1 and ending June 30.

Section 3. Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and in behalf of the corporation. Such authority may be general or confined to specific instances.

Section 4. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution affirmatively voted on by the Board. Such authority may be general or confined to specific instances.

Section 5. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

Section 6. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or any other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time-to-time be determined by resolution affirmatively voted upon by the Board of Directors.

Section 7. Deposits. All funds of the Organization not otherwise employed shall be deposited from time-to-time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8. Books and Records. The accounting books, records, and minutes of proceedings of the Board and any committees of the corporation shall be kept at such place or places designated by the Board or the Executive Committee, or, in the absence of such designation at the principal executive office of the corporation. The minutes shall be

kept in written or typed form and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into typed, written or printed form. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. The inspection may be made in person or by an agent or an attorney, and shall include the right to copy and make extracts of documents.

Section 9. Copies of Resolutions. Any person dealing with the corporation may rely upon any records of the proceedings, resolutions or votes of the Board when certified by the president or secretary.

Section 10. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by a majority vote of the entire Board at any annual, regular or special meeting of the Board. Proposed by law amendments shall be distributed in writing to the directors at least ten (10) days prior to the Board meeting.

Section 11. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered, amended or repealed by a majority of the entire Board at any annual, regular or special meeting; provided, however, that ten (10) days' notice must be given to each director prior to the taking of any vote to amend, alter or repeal the Articles of Incorporation.

ARTICLE VIII

INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director, officer or agent of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, and is indemnified by the Corporation as provided above, the Corporation, then, may advance such person's related expenses, to the full extent authorized by law.

(d) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VIII.

ARTICLE IX

NON-DISCRIMINATION POLICY

None of this corporations policies, procedures and actions shall discriminate with regard to race, color, gender, marital status, sexual orientation, political ideology, age, creed, religion, ancestry, national origin, or the presence of any sensory, mental or physical handicap or any other bias prohibited by state or federal law.

ARTICLE X

CERTIFICATION

The undersigned hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of the Corporation on the 1st day of May, 2003.